

Canadian Pacific Limited

Telephone: (514) 395- 7061

J Gilden
Director, Legal Services

M Wertheimer
Solicitor

T P Badour,
Solicitor

8663-E

3-043A046

FEB 12 1993 -2 50 PM

Our File: GSL-50438

BY COURIER

INTERSTATE COMMERCE COMMISSION

February 11, 1993

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

Attention: Ms. Mildred Lee
Room 2303

Dear Ms. Lee:

Re: Canadian Pacific Limited -
Equipment Trust Series "W"

This refers to the Equipment Trust Agreement dated as of January 11, 1977 between the Bank of Montreal Trust Company (the "Trustee") and Canadian Pacific Limited (the "Company") and recorded with the United States Interstate Commerce Commission (the "Commission") on January 18, 1977 at 12:10 p.m., Recordation No. 8663, as well as the First Amendment thereto also dated as of January 1, 1977 by and between the same parties and also recorded with the Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A, Supplemental Agreements dated as of April 10, 1984, August 8, 1984 and December 17, 1984 were filed as well with the Commission on May 16, 1984 at 12:00 p.m., Recordation No. 8663-B, August 23, 1984 at 11:15 a.m., Recordation No. 8663-C and December 28, 1984 at 11:20 a.m., Recordation No. 8663-D, respectively.

Enclosed please find a Discharge and Reconveyance dated January 28, 1993 duly executed by the Trustee, certifying that the Company has fully paid, satisfied and discharged the principal amount and all interest owing on all of its Equipment Trust Certificates, Series "W", issued under the provisions of the Equipment Trust Agreement, as amended. Further, pursuant to the Discharge and Reconveyance, the Trustee has sold, assigned, transferred and reconveyed to the Company the Trust Equipment under the Equipment Trust Agreement.

FEB 12 2 45 PM '93
MOTOR OPERATING UNIT

8663-E

FEB 12 1993 2:50 PM

INTERSTATE COMMERCE COMMISSION

Bank of Montreal Trust Company
77 Water Street, 4th Floor
New York, New York
10005

Discharge and Reconveyance

Bank of Montreal Trust Company (the "Trustee") does hereby certify that Canadian Pacific Limited (the "Company") has fully paid, satisfied and discharged the principal amount and all interest owing on all of its Equipment Trust Certificates, Series W, issued pursuant to the provisions of an Equipment Trust Agreement (the "Equipment Trust Agreement") dated January 1, 1977 and entered into between the Trustee and the Company, filed and recorded with the Interstate Commerce Commission on January 18, 1977 at 12:10 p.m., Recordation No. 8663 and deposited with the Registrar General of Canada on January 18, 1977 at 12:08 p.m., notice of such deposit having been published in the Canada Gazette on February 5, 1977, as amended and supplemented by:

1. the First Amendment to the Equipment Trust Agreement dated as of January 1, 1977, between the Trustee and the Company, filed and recorded with the Interstate Commerce Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A, and deposited with the Registrar General of Canada on March 11, 1977 at 1:15 p.m., notice of such deposit having been published in the Canada Gazette on April 2, 1977;
2. a Supplemental Agreement dated as of April 10, 1984, between the Trustee and the Company, filed and recorded with the Interstate Commerce Commission on May 16, 1984 at 12:00 p.m., Recordation No. 8663-B, and deposited with the Registrar General of Canada on April 18, 1984 at 10:30 a.m., notice of such deposit having been published in the Canada Gazette on June 2, 1984;
3. a Supplemental Agreement dated as of August 8, 1984, between the Trustee and the Company, filed and recorded with the Interstate Commerce Commission on August 23, 1984 at 11:15 a.m., Recordation No. 8663-C, and deposited with the Registrar General of Canada on August 14, 1984 at 2:41 p.m., notice of such deposit having been published in the Canada Gazette on September 1, 1984; and
4. a Supplemental Agreement dated as of December 17, 1984, between the Trustee and the Company, filed and recorded with the Interstate Commerce Commission on December 28, 1984 at 11:20 a.m., Recordation No. 8663-D, and deposited with the Registrar General of Canada on December 20, 1984 at 9:00 a.m., notice of such deposit having been published in the Canada Gazette on January 19, 1985.

and has faithfully performed and carried out and satisfied all its other obligations thereunder and is entitled to receive from the Trustee an instrument in writing revesting in it title to the railroad equipment described in Schedule "A" annexed hereto (the "Trust Equipment").

NOW THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Trustee, by these presents, does hereby bargain, sell, assign, transfer and set over unto the Company, its successors and assigns, the Trust Equipment, to have and to hold the said Trust Equipment unto the Company, its successors and assigns, absolutely and forever, free to limitation, restriction or trust.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed this 28th day of January, 1993.

BANK OF MONTREAL TRUST COMPANY

BY: 

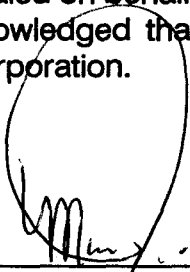
Attested: 

BY: 

Notarial Certificate

State of New York)
)
County of New York) (ss)

On this 28TH day of JANUARY, 1993, before me personally appeared
THERESE GABALLAH, to me personally known, who, being by me duly sworn,
says that he is an VICE PRESIDENT of Bank of Montreal Trust Company,
that the seal affixed to the foregoing instrument is the corporate seal of the said
corporation, that said instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and they acknowledged that the execution of the
foregoing was the free act and deed of the said corporation.



Notary Public

MAUREEN RADIGAN
Notary Public, State of New York
No. 31-4971219
Qualified in New York County
Commission Expires August 27, 1994

My Commission Expires:

SCHEDULE "A"

<u>Description of Equipment</u>	<u>Quantity</u>	<u>Company Road Numbers (inclusive)</u>
50'6" 70-ton box cars	132	CP 85500-85565 CP 85567-85579 CP 85581-85624 CP 85626-85634 All numbers inclusive
3,800 cubic foot 100-ton steel covered hopper cars	148	CP 383850-383876 CP 383878-383890 CP 383892-383999 All numbers inclusive
4,500 cubic foot 100-ton steel covered hopper cars	5	CP 384500-384504 Both numbers inclusive
81'4" 100-ton container flat cars	193	CP 521050 CP 521052-521065 CP 521067-521116 CP 521118-521124 CP 521126-521162 CP 521164-521176 CP 521178-521182 CP 521184-521249 All numbers inclusive
54'4" 100-ton piggyback flat cars	290	CP 504350-504376 CP 504378-504443 CP 504445-504458 CP 504460-504509 CP 504511-504574 CP 504576-504588 CP 504590-504603 CP 504605 CP 504607-504620 CP 504622-504638 CP 504640-504649 All numbers inclusive

<u>Description of Equipment</u>	<u>Quantity</u>	<u>Company Road Numbers</u> <u>(inclusive)</u>
40 cubic yard 70-ton air dump cars	54	CP 455300-455353 Both numbers inclusive
SD-40-2, 3,000 h.p. locomotives	20	CP 5758-5777 Both numbers inclusive
30,000 U.S. gallon 100-ton jumbo tank cars	20	CP 400000-400019 Both numbers inclusive
89'4" 54-ton tri-level flat cars with auto racks	207	CP 556100-556243 CP 556245-556247 CP 556250-556251 CP 556254-556257 CP 556259-556261 CP 556263 CP 556265 CP 556268 CP 556270-556274 CP 556276 CP 556278 CP 556281 CP 556283-556285 CP 556287-556290 CP 556292-556293 CP 556295 CP 556301 CP 556303-556304 CP 556309 CP 556311-556312 CP 556314-556317 CP 556319 CP 556327 CP 556331 CP 556334 CP 556341 CP 556343-556344 CP 556348 CP 556351

- 3 -

<u>Description of Equipment</u>	<u>Quantity</u>	<u>Company Road Numbers</u> <u>(inclusive)</u>
		CP 556353-556354
		CP 556364
		CP 556381
		CP 556389
		CP 556391-556393
		CP 556395-556396
		CP 556398

All numbers inclusive

Interstate Commerce Commission

Washington, D.C. 20423

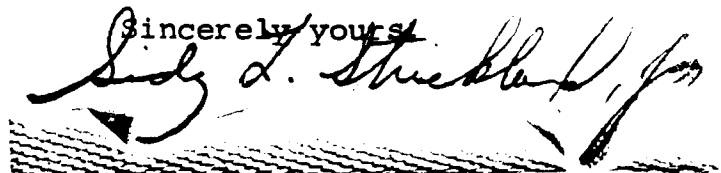
2/12/93

OFFICE OF THE SECRETARY

Terence P. Badour
Canadian Pacific Limited
P. O. Box 6042, Station A
Suite 800, Place du Canada
Montreal, Quebec H3C 3E4

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/12/93 at 2:50PM , and assigned re-
recording number(s). 8663-E.

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

- 2 -

Transmitted herewith are three original notarized copies (two for the Commission's files and one for stamping by the Commission of the recordation information) of the Discharge and Reconveyance dated as of January 28, 1993 as well as a cheque in the amount of \$16.00 to cover the recordation fee.

It is requested that you proceed with the recordation of the Discharge and Reconveyance pursuant to section 20(c) of the *Interstate Commerce Act* and you return the stamped copy with the particulars of recordation to the attention of the undersigned.

We thank you in advance for your kind cooperation in connection with the foregoing and if you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,

A handwritten signature in black ink, appearing to read "Terence P. Badour", written in a cursive style.

Terence P. Badour
Solicitor

TPB/jm
Encl.